

**BOARD OF COUNTY COMMISSIONERS
AGENDA ITEM SUMMARY**

Meeting Date: May 16, 2006

Division: Budget & Finance

Bulk Item: Yes X No

Department: Office of Management & Budget

Staff Contact Person: Salvatore R. Zappulla

AGENDA ITEM WORDING:

Request for approval of the recommendation made by the County's Financial Advisor (PFM) Public Financial Management, in the attached letter dated May 3, 2006, to accept the proposal made by US Bank to act as Paying Agent and Registrar on the Monroe County Florida, (Key West International Airport) Revenue Bonds, Series 2006. **Request for approval** of PFM's recommendation to use Wold Financial Printing for printing of the (P.O.S.) Preliminary Official Statement and the (O.S) Official Statement

ITEM BACKGROUND:

Paying agent and Registrar services are necessary for the issuance of Bonds. US Bank was the successor bank of South Trust, Bank, National Association which served as the Paying Agent and Registrar of the Monroe County, Florida, Sales Tax Refunding Revenue Bonds Series 1998.

PREVIOUS RELEVANT BOCC ACTION:

On April 19, 2006 the Board of County Commissioners approved a plan of finance for the new terminal complex at the Key West International Airport.

CONTRACT/AGREEMENT CHANGES:

STAFF RECOMMENDATIONS:

Approval

TOTAL COST: \$200.00/ year paying agent
\$3,895.00 printing

BUDGETED: Yes No

COST TO COUNTY: \$4,095.00

SOURCE OF FUNDS: Bond Proceeds

REVENUE PRODUCING: Yes No **AMOUNT PER MONTH** **Year**

APPROVED BY: County Atty. OMB/Purchasing X Risk Management

DIVISION DIRECTOR APPROVAL:


(Salvatore R. Zappulla)

DOCUMENTATION: Included X Not Required

DISPOSITION:

AGENDA ITEM #

**The PFM Group**

Public Financial Management, Inc.
PFM Asset Management LLC
PFM Advisors

13350 Metro Parkway
Suite 302
Fort Myers, FL
33912-4796

239-939-3009
239-939-1220 fax
www.pfm.com

May 3, 2006

Memorandum

To: Sal Zappulla
Monroe County, Florida

From: Kelly Ryman
Lauren Shelton
Public Financial Management, Inc.

Re: Monroe County, Florida
Key West International Airport Revenue Bonds, Series 2006

Public Financial Management Inc. ("PFM") has received bids from several institutions to serve as Paying Agent and Printer for Monroe County ("County") proposed Key West International Airport Revenue Bonds, Series 2006 ("Series 2006 Bonds"). Below are our recommendations and analyses for each proposal in terms of cost. All firms are known in the industry to exhibit the expertise to provide the proposed services.

For Paying Agent services, PFM received a total of five bids. PFM recommends that the County accept US Bank's proposal based on their lower overall fee which includes review of documents, account set-up and normal closing responsibilities. The following is a summary of each bid for Paying Agent:

Paying Agent/Registrar				
Proposers	Acceptance Fee	Paying Agent/Registrar Annual Administrative Fee	Out of Pocket Annual Expenses	Miscellaneous
Bank of New York	\$0	\$1,000	At Cost	By Appraisal
JP Morgan	\$0	\$750	\$0	N/A
SunTrust Bank	\$0	\$350	At Cost	N/A
US Bank	Waived	\$200	Included	N/A
Wells Fargo	Waived	\$500	None Anticipated	\$750/Annual Dissemination Fee (if required)



Two bids were received for printing. PFM recommends that the County select Wold Financial Printing ("Wold") based on their lowest overall cost including electronic distribution. PFM has provided a summary of the proposals received for printer services:

	Allied Graphics	Wold Financial Printing
Fees		
P.O.S.	\$2,320	\$1,445
O.S.	\$3,900	\$2,450
Total	\$6,220	\$3,895
Addit'l Pages		
P.O.S.	\$0.13/4 pages* # of copies	\$30/4 pages
O.S.	\$0.13/4 pages* # of copies	\$56/4 pages
Addit'l Copies		
P.O.S.	\$1,105/100 copies	\$700/100 copies
O.S.	\$1,095/100 copies	\$700/100 copies
Electronic Posting	\$250	No Charge
Handling and Freight	DHL Shipping Cost	Shipping at Cost
Overtime	Overtime other than 8 am - 6 pm	Overtime other than 8 am - 6 pm

Once you have reviewed, please contact PFM as to how to proceed.



500 West Cypress Creek Road
Suite 560
Ft. Lauderdale, FL 33309
(404) 965-7215 (Office)
(404) 365-7946 (Fax)

VIA EMAIL & UPS OVERNIGHT DELIVERY

shelton1@publicfm.com
zappulla-sal@monroecounty-fl.gov

May 2, 2006

Ms. Lauren Shelton
Public Financial Management, Inc
13350 Metro Parkway, Suite 302
Ft. Myers, FL 33912

Mr. Salvatore Zappulla,
Division Director, Budget & Finance
The Historic Gato Cigar Factory
1100 Simonton Street
Key West, FL 33040

Re: \$35,000,000 Monroe County, Florida (Key West International Airport) Revenue Bonds, Series 2006

Dear Ms. Shelton & Mr. Zappulla:

The Ft. Lauderdale Corporate Trust office of U.S. Bank is pleased to submit our proposal to act as Paying Agent & Registrar on the Monroe County, Florida (Key West International Airport) Revenue Bonds, Series 2006.

On December 30, 2005, U.S. Bank completed the purchase of the corporate trust and institutional custody business of Wachovia Bank. As a result of this transaction, U.S. Bank Corporate Trust Services has acquired 14,100 new issuances and \$410 billion in assets under administration. The acquisition solidifies the position of U.S. Bank as the leader in the corporate trust industry. In fact, U.S. Bank now ranks as the nation's largest tax-exempt debt trustee, second largest trustee of asset-backed and mortgage-backed securities, and third largest of new corporate bond issuances.

We have also broadened our geographic presence by adding 19 new corporate trust offices primarily in the mid-Atlantic and Southeastern states. This gives us 50 offices in the country including 10 offices in the Southeast. The personnel in these offices are all very experienced in serving municipal clients in the Southeast.

The attached fees are the total that would be charged. We do not anticipate any legal cost and/or travel expenses. In addition, the fees are guaranteed for the life of the issue and are payable in advance.



Again, thank you for the opportunity to present our proposal on these financings. As you review our proposal, should you have any questions or need additional information, please feel free to call.

Sincerely,

A handwritten signature in black ink, appearing to read "Timothy E. Hammond".

Timothy E. Hammond
Vice President
Southeast Business Development

TH:ab

Cc: Scott Schuhle – U.S. Bank/Ft. Lauderdale, FL



FEE PROPOSAL

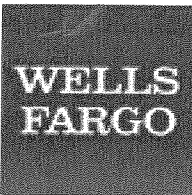
General Information

Issuer:	Monroe County, Florida
Issue:	\$35,000,000 Monroe County, Florida (Key West International Airport) Revenue Bonds, Series 2006
Format:	Book-Entry
Service Provided:	Paying Agent & Registrar
Office for Service	U.S. Bank National Association 500 West Cypress Creek Road – Suite 560 Ft. Lauderdale, FL 33309
Contact:	Scott Schuhle , Vice President (954) 776-2216 - Office (954) 776-2629 - Fax

Schedule of Proposed Fees

<i>Acceptance Fee</i>	
Payable at closing	Waived
<i>Annual Fee</i>	
(Paying Agent & Registrar)	\$200.00
<i>Report Preparation (All normal/typical reporting included)</i>	Included
<i>Annual Out of Pocket Expenses</i>	Included
<i>Closing Expenses</i>	None

Account approval is subject to review and qualification. Fees are subject to change at our discretion and upon written notice. Fees paid in advance will not be prorated. The fees set forth and any substantial modifications thereof are part of your agreement. Finalization of the transaction constitutes agreement to the above fee schedule, including agreement to any subsequent changes upon proper written notice. In the event your transaction is not finalized, any related out-of-pocket expenses will be billed to you directly. Absent written instructions to sweep or otherwise invest, all sums in your account will remain uninvested and no accrued interest or other compensation will be credited to the account. Payment of fees constitutes acceptance of the terms and conditions set forth.



Susan Thorpe
Vice President
Business Development

Corporate Trust Services
37 North Orange Avenue, Suite 500
Orlando, FL 32826
Tel: 407-926-2446
Fax: 904-281-2759
Cell: 407-810-1044
susan.thorpe@wellsfargo.com

May 2, 2006

Lauren Shelton
Consultant
Public Financial Management, Inc.
13350 Metro Parkway
Suite 302
Fort Myers, Florida 33912

Salvatore Zappulla
Division Director, Budget & Finance
Monroe County
The Historic Gato Cigar Factory
1100 Simonton Street
Key West, Florida 33040

**Re: Monroe County, Florida
Key West International Airport Revenue Bonds
Series 2006 - \$35,000,000**

Dear Lauren and Salvatore,

As requested, and subject to review of final documents, Wells Fargo Bank is pleased to enclose a proposal to provide Paying Agent and Registrar services for the referenced transaction. If selected, this account relationship will be handled in our Jacksonville office by George Bemister and Aimee Marson. Both may be reached as follows:

George Bemister, Vice President and Relationship Manager
904.281.2741 – Telephone
george.w.bemister@wellsfargo.com

Aimee Marson, Relationship Specialist
904.281.2758 – Telephone
aimee.marson@wellsfargo.com

Wells Fargo Bank, N.A.
7077 Bonneval Road, Suite 400
Jacksonville, Florida 32216
904.281.2759 - Facsimile

We appreciate this opportunity and look forward to the possibility of working with you both on this transaction. Should you have any questions, please do not hesitate to call me at 407-926-2446.

Sincerely,

Susan S. Thorpe
Vice President
Business Development

By email: sheltonl@pfm.com
zappulla-sal@monroecounty-fl.gov

Monroe County, Florida

Key West International Airport Revenue Bonds, Series 2006

PAYING AGENT / REGISTRAR

Name of Firm Wells Fargo Bank, N.A.

Contact Person Susan Thorpe

Phone Number 407.926.2446 Fax Number 904.281.2759

Email Address susan.thorpe@wellsfargo.com

Location of office where services will be performed Jacksonville, Florida

Is your firm authorized to do business in the State of Florida Yes

Briefly describe the Bank's experience in serving in these capacities for tax-exempt bond issues in the State of Florida. Wells Fargo has provided corporate trust and related services for over 70 years and currently provides these services for more than 16,500 issues with over \$1.7 trillion in debt outstanding. We are among the top three trustees in the country with 28 locations nationwide and a staff of more than 1,500 corporate trust professionals.

Briefly describe the services the Bank will provide to the County for this issue. As Paying Agent and Registrar, Wells Fargo will perform all normal administrative duties as required by the financing documents and other supporting documents. This includes, but is not limited to receiving revenues from the County's debt service accounts on or prior to the payment date and making payments to bondholders.

Scope of Services include but are not limited too:

- Establishing Serial and Term Bonds, by CUSIP and periodic updates with DTC on outstanding amounts by CUSIP
- Provide debt service bills for Issuer
- Collection of debt service on or prior to pay date
- Report to DTC the amount paid for debt service, by CUSIP
- Pay debt service to DTC by wire prior to mid-day on pay date
- Provide account statements
- Communication with bondholders as well as issuer

Paying Agent / Registrar Fees

Acceptance Fee	<u>Waived</u>
Annual Administration Fee	<u>\$500</u>
Fixed or Minimum Service Fee	<u>N/A</u>
Any Counsel Fee, at a "not to exceed" level	<u>None</u>
Other Fees (itemize and explain)	<u>None</u>

Total Paying Agent/Registrar Bid \$500



Jon Fox
Senior Vice President

SunTrust Bank
225 E. Robinson Street
Suite 250
Orlando, Florida 32801
Tel 407/237.4085
Fax 407/237.5299
jon.fox@suntrust.com

April 26, 2006

Lauren Shelton
Public Financial Management, Inc.
13350 Metro Parkway, Suite 302
Fort Myers, FL 33912

Re: \$35,000,000 Monroe County, Florida Revenue Bonds, Series 2006 (Key West International Airport)

Thank you for the opportunity to offer our services in connection with this financing. Our fees for serving as Paying Agent & Registrar are attached. Fees are paid annually, payable at closing and each anniversary date thereafter. The fees cover:

- Set up of Serial and Term Bonds, by CUSIP, on our bond payment system,
- Periodic reconciliation with DTC of outstanding amounts by CUSIP,
- Production of debt service billings for the issuer prior to payable date,
- Collection of debt service on or prior to payable date
- Reporting to DTC the amount payable, by CUSIP, for each debt service payment,
- Payment of debt service to DTC by wire prior to mid-day on payable date,
- Production of account statements,
- Response to annual audits of the issuer,
- Communication to bondholders and information services.

Occurrences such as extensive document amendments, adding forward purchase contracts, investment agreements, or repurchase agreements, etc. may result in extraordinary fees. Legal expenses associated with the negotiation and execution of an investment agreement will be billed additionally at cost.

We offer rebate calculation services for bond issues such as this one. If you are interested, we would be happy to prepare a fee proposal for providing those services on this issue.

Thank you for the opportunity to provide our services. Should you have any questions or if I can be of further assistance, please do not hesitate to contact me at (407) 237-5240.

Sincerely,


Jon Fox
Senior Vice President

JFW/lwd

Monroe County, Florida

Key West International Airport Revenue Bonds, Series 2006

PAYING AGENT / REGISTRAR

Name of Firm SunTrust Bank
Contact Person Jon Fox, Senior Vice President
Phone Number 407/237-5240 Fax Number 407/237-5299
Email Address jon.fox@suntrust.com
Location of office where services will be performed 225 E. Robinson Street, Ste 250, Orl, FL 32801
Is your firm authorized to do business in the State of Florida Yes

Briefly describe the Bank's experience in serving in these capacities for tax-exempt bond issues in the State of Florida. **For over a century, SunTrust Bank has provided trust services for tax-exempt bond issues in the Southeast and across the country. The scope of services as outlined in this RFP are typical and consistent with SunTrust Bank's standard operating procedures for servicing bond issues. SunTrust Bank has serviced over \$33 billion of bonds in the State of Florida.**

Briefly describe the services the Bank will provide to the County for this issue.

SunTrust will be providing Paying Agent Services for Monroe County. In a book-entry only issue, this entails making sure the County's debt service payments are properly wired and identified as to CUSIP to DTC. The services will be provided at:

SunTrust Bank 225 E. Robinson Street, Suite 250, Orlando, FL 32801
407/237-4085 phone & 407/237-5299 fax

Scope of Services include but are not limited too:

- Establishing Serial and Term Bonds, by CUSIP and periodic updates with DTC on outstanding amounts by CUSIP
- Provide debt service bills for Issuer
- Collection of debt service on or prior to pay date
- Report to DTC the amount paid for debt service, by CUSIP
- Pay debt service to DTC by wire prior to mid-day on pay date
- Provide account statements
- Communication with bondholders as well as issuer

Paying Agent / Registrar Fees

Acceptance Fee	\$ 0.00
Annual Administration Fee	\$ 350.00
Fixed or Minimum Service Fee	\$ 0.00
Any Counsel Fee, at a "not to exceed" level	\$ 0.00
Other Fees (itemize and explain)	

Reimbursement of out-of-pocket expenses associated with ongoing administration, such as wire transfers @ \$20 each, overnight courier, postage, telecopy, typesetting and publication of notices, transmission of notices to depositories and information services.

Total Paying Agent/Registrar Bid \$ 350.00



R. Kurt Marson
Vice President

May 3, 2006

Ms. Lauren Shelton
Public Financial Management
13350 Metro Parkway, Suite 302
Fort Myers, FL 33912
Phone: (239) 939-3009
Fax: (239) 939-1220
E-mail: sheltonl@pfm.com

Re: Key West International Airport Revenue Bonds, Series 2006

Dear Ms. Shelton,

On behalf of JPMorgan Worldwide Securities Services, I am pleased to submit our proposal to act as Paying Agent and Registrar for Key West International Airport. We are pleased to see that you have once again come to us with your financing needs.

As always, JPMorgan believes that the qualifications of the Paying Agent and Registrar play an important role in the continued success of any financing transaction. Our expertise and intense focus upon customer service allows our firm to continually enhance the quality of the services we provide, and to form long-lasting relationships with our customers.

I am confident that JPMorgan will be able to meet your requirements and surpass all of your expectations, however, should you require any further information please do not hesitate to contact me at (904) 620-6085.

Yours sincerely,

Kurt Marson

R. Kurt Marson
Vice President
Worldwide Securities Services
J. P. Morgan Trust Company, N. A.

***Proposal and Schedule of Services and Fees as
Paying Agent and Registrar in connection with
Key West International Airport Revenue Bonds, Series 2006***

Experience

J.P. Morgan currently services 295 tax-exempt bond issues in the State of Florida totaling more than \$11.6 Billion in bonds outstanding.

Services

J.P. Morgan, as Paying Agent and Registrar, will provide for maintenance of records as registrar, processing of transfers, and payment of interest/principal funds for Debt Service. Additionally the annual fee includes preparation of one standard audit confirmation per year.

Fees

Based upon our current understanding of your proposed transaction, our fee proposal is as follows:

<i>Annual Paying Agent and Registrar Administration Fee</i>	<i>\$750</i>
<i>The fee is fixed for the life of the issue.</i>	
<i>Payment at Maturity</i>	<i>\$0</i>
<i>Report Preparation</i>	<i>\$0</i>
<i>IRS Reports</i>	<i>\$0</i>
<i>IRS Tax Compliance</i>	<i>\$0</i>
<i>Out-of-Pocket expenses</i>	<i>\$0</i>
<i>Other fees</i>	<i>\$0</i>

Notes:

JPMorgan Chase & Co. ("JPMorgan") has entered into an agreement with The Bank of New York Company, Inc. ("BNY") pursuant to which JPMorgan intends to exchange select portions of its corporate trust business, including municipal, corporate and structured finance trusteeships and agency appointments, for BNY's consumer, small-business and middle-market banking businesses. This transaction has been approved by both companies' boards of directors and is subject to regulatory approvals. It is expected to close in the late third quarter or fourth quarter of 2006.

Please note that our willingness to act in the capacities specified above and the fees designated in this proposal are indicative and based upon our understanding of the transaction. We reserve the right to revise this proposal should any material aspect of the transaction differ from our understanding. Also, our acceptance of the above contracts and duties is subject to our usual internal review, document review and the receipt of appropriate immunities and indemnities.

To help the government fight the funding of terrorism and money laundering activities, Federal law requires all financial institutions to obtain, verify, and record information that identifies each person who opens an account. When you open an account, we will ask for information that will allow us to identify you.

JPMorgan's Trust Accounting Reporting (TAR) website gives corporate and municipal issuers 24/7 Internet access to information on their cash and asset transactions/positions free of charge. TAR also electronically posts and archives trust and escrow account statements so you can access them online, easily at your convenience. With functionality allowing the user to customize reporting, choose format, drill down for detail, and download for convenience, Trust Accounting Reporting on the Web is a powerful decision-making and account management tool. To further facilitate your TAR online experience, intra-day updates are provided for more timely and accurate reporting. This capability gives you the option of viewing asset details as of intra-day, close-of-business or to review prior month-end reports. Please visit us at www.jpmorgan.com/tar for more details or contact your JPMorgan Relationship Manager or Sales Representative.

Annual fees include one standard audit confirmation per year without charge. Standard audit confirmations include the final maturity date, principal paid, principal outstanding, interest cycle, interest paid, cash and asset information, interest rate, and asset statement information. Non-standard audit confirmation requests may be assessed an additional fee.

Performance of any extraordinary service or incurring extraordinary expenses, such as those in connection with any default, account resignation, or outside legal counsel charges, will be billed in addition to the stated per annum fees.

Accepted and Agreed to:**By:** _____**Title:** _____**Date:** _____

Monroe County, Florida

Key West International Airport Revenue Bonds, Series 2006

PAYING AGENT / REGISTRAR

Name of Firm J.P. Morgan Trust Company, N.A.

Contact Person Kurt Marson

Phone Number 904-620-6085 Fax Number 904-620-6477

Email Address kurt.r.marson@jpmorgan.com

Location of office where services will be performed Jacksonville, FL

Is your firm authorized to do business in the State of Florida Yes

Briefly describe the Bank's experience in serving in these capacities for tax-exempt bond issues in the State of Florida. J.P. Morgan currently services 295 tax-exempt bond issues in the State of Florida totaling more than \$11.6 Billion in bonds outstanding.

Briefly describe the services the Bank will provide to the County for this issue. J.P. Morgan, as Paying Agent and Registrar, will provide for maintenance of records as registrar, processing of transfers, and payment of interest/principal funds for Debt Service. Additionally the annual fee includes preparation of one standard audit confirmation per year.

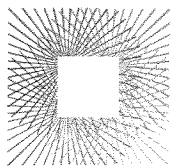
Scope of Services include but are not limited too:

- Establishing Serial and Term Bonds, by CUSIP and periodic updates with DTC on outstanding amounts by CUSIP
- Provide debt service bills for Issuer
- Collection of debt service on or prior to pay date
- Report to DTC the amount paid for debt service, by CUSIP
- Pay debt service to DTC by wire prior to mid-day on pay date
- Provide account statements
- Communication with bondholders as well as issuer

Paying Agent / Registrar Fees

Acceptance Fee	\$0
Annual Administration Fee	\$750
Fixed or Minimum Service Fee	\$0
Any Counsel Fee, at a "not to exceed" level	\$0
Other Fees (itemize and explain)	\$0

Total Paying Agent/Registrar Bid	\$750
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The **BANK**
of **NEW YORK**

April 26, 2006

Lauren Shelton
Consultant
Public Financial Management, Inc.
13350 Metro Parkway
Suite 302
Fort Myers, Florida 33912

via email: sheltonl@publicfm.com

Re: Monroe County, Florida
(Key West International Airport) Revenue Bonds
Series 2006 - \$35,000,000

Dear Ms. Shelton:

As requested, and subject to review of final documents, The Bank of New York Trust Company, N.A. is pleased to enclose our proposal to provide Paying Agent and Registrar services in connection with the referenced transaction.

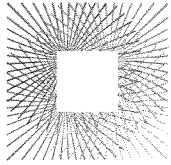
The Bank of New York is one of the largest providers of corporate trust services in the world. We currently administer more than 90,000 bond issues, representing over \$2.7 trillion in outstanding principal for nearly 35,000 clients worldwide. The Bank of New York has acquired 41 corporate trust books of business since 1994 and has spent more than \$2.4 billion on securities processing system upgrades and enhancements over the past three years.

If selected, T.C. Cornelius will serve as administrator for this issue. She may be reached at 800.705.0384, extension 1992.

We appreciate this opportunity and look forward to working with you and the other members of the financing team. Should you have any questions or if I may be of further assistance, please do not hesitate to call me at 904.645.1952 or 800.705.0384, extension 1952.

Sincerely,

Antonio Portuondo
Vice President
Business Development



The **BANK**
of **NEW YORK**

**Monroe County, Florida
(Key West International Airport) Revenue Bonds
Series 2006 - \$35,000,000**

Fee Schedule

Acceptance Fee:

Waived

A one-time charge covering the Bank Officer's review of governing documents, communication with members of the closing party, including representatives of the issuer, investment banker(s) and attorney(s), establishment of procedures and controls, set-up of trust accounts and tickler suspense items and the receipt and disbursement/investment of bond proceeds. This fee is payable on the closing date.

Annual Paying Agent Administration Fee:

\$1,000

An annual charge covering the normal paying agent duties related to account administration and bondholder services. This fee is payable annually, in advance, on the closing date and each anniversary thereafter.

Out-of-Pocket Expenses:

At Cost

Including, but not limited to the following, if applicable: telephone, facsimile, courier, copying, postage, supplies, call notice dissemination and statutory filing charges, including UCC amendments, continuations, terminations, etc. Itemized detail of expenses must be provided for payment.

Extraordinary Services / Miscellaneous Fees:

By Appraisal

The charges for performing extraordinary or other services not contemplated at the time of execution of the transaction or not specifically covered elsewhere in this schedule will be determined by mutual agreement of both parties prior to performance. In addition, ongoing fee and expenses of Trustee's Counsel, if any, shall be reimbursable at cost.

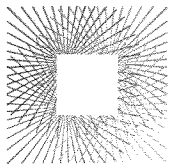
Miscellaneous fee may include, but are not necessarily limited to the following: wire transfer fees and auditor confirmation fees. Wire transfer fees are limited to outgoing wires only at a maximum charge of \$25 each. Auditor confirmation fees are imposed on a "per auditor response" basis at a maximum cost of \$25 each; first confirmation fee to be provided at no charge. Other miscellaneous fee must be approved in advance by both parties.

The Bank of New York's final acceptance to provide these services is subject to its full review and acceptance of all documentation related to this transaction and standard conflict procedures check.

Terms and Disclosures

Terms of Proposal

Final acceptance of the appointment under the Indenture is subject to approval of authorized officers of BNY and full review and execution of all documentation related hereto. Please note that if this transaction does not close, you will be responsible for paying any expenses incurred, including Counsel fees. We reserve the right to terminate this offer if we do not enter into final written documents within three months from the date this document is first transmitted to you. Fees may be subject to adjustment during the life of the engagement.



The **BANK**
of **NEW YORK**

SERVICES PROVIDED

1. *Briefly describe the Bank's experience in serving in these capacities for tax-exempt debt issues in the State of Florida.*

The Bank of New York is pleased to submit a proposal to provide Paying Agent and Registrar services for Monroe County. We offer the resources, experience and commitment to quality necessary to meet all of the requirements for these services.

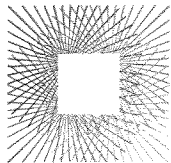
The Bank of New York is the leading provider of securities processing services in the world. We administer more than 90,000 corporate trust issues with bonds in excess of \$2.7 trillion outstanding. Therefore, we receive senior management attention and significant resource allocation. Over the past six years, The Bank has acquired 41 corporate trust businesses, including Nationsbank, **Wells Fargo**, and **Wachovia**. Our long-term commitment to this business is unparalleled.

The Bank of New York will provide you with a dedicated and responsive team whose primary objective is to meet your needs. We have an understanding of, and a commitment to, the industry as well as the technology and systems support necessary for outstanding performance. The Bank of New York has spent more than \$2.4 billion on system upgrades and enhancements over the past three years.

In philosophy and practice, our Bank remains dedicated to a tradition of attentive, customized service. We view our relationships as partnerships and believe it is our responsibility to tailor our services to the way you do business, not your obligation to adjust to the way we do ours.

The Bank of New York has compiled a notable track record of performance and is, financially, one of the strongest banking institutions in the country. As we enter our third century, the Bank is proud to have rendered uninterrupted service to its clients and to have paid continuous dividends to its stockholders for more than 200 years. The Bank of New York Company, Inc. has consolidated total assets of \$95.4 billion and total shareholders' equity of \$9.3 billion as of December 31, 2003. The Bank of New York Company, Inc. is one of the largest bank holding companies in the United States.

The Bank of New York is a "well capitalized Bank," the highest rating available under the capital adequacy definition of the Federal Reserve Bank. This fiscal health, along with strong commitment to securities processing services, provides a level of contribution to products and services which ensures our continued leading position in the securities industry. The Company's Tier I capital and its total capital ratios as of December 31, 2003 were 7.41% and 11.46% respectively. Both of these ratios exceed the "well capitalized" minimums of 6% and 10% as established by regulations issued under the FDIC Improvement Act of 1991.



The **BANK**
of **NEW YORK**

Customer Notice Required by the USA Patriot Act

To help the US government fight the funding of terrorism and money laundering activities, US Federal law requires all financial institutions to obtain, verify, and record information that identifies each person (whether an individual or organization) for which a relationship is established.

What this means to you: When you establish a relationship with BNY, we will ask you to provide certain information (and documents) that will help us to identify you. We will ask for your organization's name, physical address, tax identification or other government registration number and other information that will help us to identify you. We may also ask for a Certificate of Incorporation or similar document or other pertinent identifying documentation for your type of organization.

We thank you for your assistance.

Accepted By:

Signature: _____

Date: _____

Name: _____

Title _____

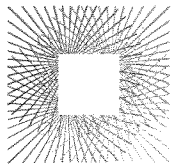
For BNY:

April 26, 2006

Antonio Portuondo

Vice President

Upon acceptance, an authorized representative of the Obligor is responsible for signing the fee schedule and returning an original to the administrator listed in the cover letter.



The **BANK**
of **NEW YORK**

Securities Servicing and Global Payment Services, which includes corporate trust, has grown aggressively over the last seven years, and is expected to contribute nearly 50% to the Bank's earnings in the coming year. This trend is a clear indication of the Bank's commitment to the growth of this business.

2. *Briefly describe the services that the Bank will provide to the County for the issue.*

Cash receipts from the County will flow through our Trust Accounting System (TAS). Bond payments will be made electronically from our Bondmaster System directly to DTC. The Bank of New York will mail notices to the county as a reminder to pay debt service payments.

Monroe County, Florida

Key West International Airport Revenue Bonds, Series 2006

PAYING AGENT / REGISTRAR

Name of Firm The Bank of New York, N.A.

Contact Person Antonio Portuondo

Phone Number (904) 645-1952 Fax Number (904) 645-1930

Email Address aportuondo@bankofny.com

Location of office where services will be performed 10161 Centurion Pkwy, Jacksonville, FL 32256

Is your firm authorized to do business in the State of Florida Yes

Briefly describe the Bank's experience in serving in these capacities for tax-exempt bond issues in the State of Florida. Please see attached.

Briefly describe the services the Bank will provide to the County for this issue. Please see attached.

Scope of Services include but are not limited too:

- Establishing Serial and Term Bonds, by CUSIP and periodic updates with DTC on outstanding amounts by CUSIP
- Provide debt service bills for Issuer
- Collection of debt service on or prior to pay date
- Report to DTC the amount paid for debt service, by CUSIP
- Pay debt service to DTC by wire prior to mid-day on pay date
- Provide account statements
- Communication with bondholders as well as issuer

Paying Agent / Registrar Fees

Acceptance Fee	<u>0.00</u>
Annual Administration Fee	<u>1,000.00</u>
Fixed or Minimum Service Fee	<u>N/A</u>
Any Counsel Fee, at a "not to exceed" level	<u>N/A</u>
Other Fees (itemize and explain)	<u>See Attached</u>

Total Paying Agent/Registrar Bid \$1,000.00

Monroe County, Florida

Key West International Airport Revenue Bonds, Series 2006

PAYING AGENT / REGISTRAR

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